



ProCredit
H O L D I N G

INTERNAL RULES OF PROCEDURE FOR THE MANAGEMENT BOARD

of ProCredit Holding AG, Frankfurt am Main



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On 7 September 2023, with effect from 27 September 2023, the Supervisory Board of the Company issued the following

Internal Rules of Procedure

for the Management Board:

§ 1 General

- (1) The Management Board manages the Company on its own responsibility. The members of the Management Board are obliged to uphold and promote the interests of the Company.
- (2) The members of the Management Board shall conduct the business of the Company in accordance with the law, the Articles of Association, these Rules of Procedure, the Schedule of Responsibilities and their service contracts; they shall also comply with the directives of the Supervisory Board issued pursuant to the German Stock Corporation Act [*Aktiengesetz (AktG)*].
- (3) The members of the Management Board are obliged to maintain confidentiality. They shall also ensure that their employees comply with the obligation of confidentiality.

§ 2 Allocation of responsibilities

- (1) The members of the Management Board are jointly responsible for the overall management of the Company. The interests of the Company as a whole take precedence over the interests of the individual business units.
- (2) The allocation of responsibility for areas of business operations to the individual members of the Management Board is determined by the Supervisory Board. A plan for the allocation of areas of responsibility and/or any adjustments to the existing allocation of areas of responsibility is to be submitted to the Supervisory Board by the Chair of the Management Board.

- (3) Within the framework of these Internal Rules of Procedure and the resolutions of the Management Board, each of the Management Board members supervises the area of operations for which they are responsible, as established in the currently applicable Schedule of Responsibilities, pursuant to the resolutions adopted by the Management Board, independently and under their own responsibility.
- (4) The allocation and assignment of business areas does not relieve any member of the Management Board from joint responsibility for the management of the Company's business operations.

§ 3 Principles of cooperation within the Management Board

- (1) The members of the Management Board work together as colleagues for the good of the Company. They keep one another informed, on an ongoing basis, of any important measures and events within their respective areas of operations. Each member of the Management Board is obliged, if they have concerns regarding measures in an area of operations other than the one for which they are responsible, to call for the adoption of a resolution of the full Management Board regarding said measures, unless said concerns can be addressed by discussion with the member of the Management Board who is responsible for the respective area of operations.
- (2) Insofar as measures and transactions of one business area simultaneously affect other business areas, the Management Board member concerned must first consult with the Management Board members responsible for the other business areas. If no agreement can be reached, a resolution regarding the measure or transaction in question must be adopted by the full Management Board, to the extent that prudent judgement does not call for action to be taken immediately so as to prevent the Company from being adversely affected. Such autonomous action shall be reported immediately to the Chair of the Management Board and to the full Board at the next meeting.
- (3) In the event of the temporary absence of a Management Board member, fundamental decisions as well as organisational changes in his/her business area may not be initiated or made by the Management Board member deputising for him/her without a compelling reason.
- (4) The Chair of the Management Board and all its members must be informed without delay of important measures and decisions within the area of operations of an individual member of the Management Board and of important business transactions, risks and losses.

§ 4 Decisions of the full Management Board

- (1) The full Management Board must take decisions on:
- a. matters in regard to which the applicable laws, the Articles of Association or these Internal Rules of Procedure call for a decision by the full Management Board;
 - b. essential aspects of the organisation, business policy or business planning as per section 90 (1) item 1 of the German Stock Corporation Act [*AktG*];
 - c. measures aimed at the establishment and control of a system of supervision as per section 91 (2) *AktG*;
 - d. measures to establish an internal control system and risk management system that are appropriate and effective in view of the scope of the Company's business activities and risk situation;
 - e. matters for which the approval of the Supervisory Board must be obtained;
 - f. the annual financial statements, in compliance with applicable law;
 - g. the calling of the General Meeting and motions and proposals of the Management Board regarding the adoption of resolutions by the General Meeting;
 - h. any other matter, if two members of the Management Board so request.
- (2) The full Management Board may entrust individual members of the Management Board with the implementation of resolutions and with the execution of measures which fall within the responsibility of the full Management Board.

§ 5 Chair of the Management Board

- (1) The Chair of the Management Board represents the Management Board and the Company in public, in particular authorities, associations, business organisations and the media, in all matters concerning the Company and the group and is also responsible for liaison between the Management Board and the Supervisory Board.
- (2) The Chair of the Management Board is responsible for the functional coordination of the business areas of each individual member of the Management Board. The Chair has the right and the duty to ensure that the guidelines laid down for the management of the Company are implemented and that the management of the Company within the

Management Board is kept consistent. In this context, they determine, within the framework of the Rules of Procedure, the plan for the allocation of responsibilities, as well as the service contracts of the Management Board members, in which area and in which manner the members of the Management Board are to cooperate with each other. In order to be able to fulfil this task, the Chair is entitled to obtain information from all other members of the Management Board on matters relating to their area of responsibility. For their part, the members of the Management Board are obliged to keep the Chair informed of all significant matters relating to their area of business on an ongoing basis.

- (3) All publications and other announcements must be coordinated in advance with the Chair of the Management Board – unless the Chair makes such publications and announcements in person.

§ 6 Meetings and resolutions of the Management Board

- (1) Meetings of the Management Board are to take place at regular intervals, every two weeks if possible. They must take place whenever the welfare of the Company so requires.
- (2) Each member of the Management Board is entitled to request that a Management Board meeting be convened, stating the subject matter to be discussed.
- (3) Resolutions of the Management Board are generally adopted during its meetings. At the request of the Chair of the Management Board, resolutions may also be adopted outside meetings in writing, by fax, orally, by telephone or by electronic means, provided that no member objects to this procedure immediately after becoming aware of the voting method. Resolutions may also be adopted through a mixture of these voting options.
- (4) Meetings of the Management Board are to be organised by its Chair, or, if this is not possible, by another member of the Management Board; wherever possible, meetings are to be convened and conducted with notification of the agenda.
- (5) The Management Board is deemed to have a quorum if more than half of its members participate in the adoption of a resolution.
- (6) Absent members of the Management Board can participate in voting on its resolutions in writing, by telefax, by telephone or via other electronic means. Votes submitted by telephone are to be reported in the minutes of the meeting. Votes submitted after the meeting are also considered to have been cast in the voting on the resolution; however, they are only admissible if the Chair of the meeting has permitted delayed submission of votes and set a deadline for submission thereof.

- (7) To the extent that the applicable laws or these Internal Rules of Procedure do not stipulate otherwise, the Management Board adopts resolutions via a simple majority of its members participating in the vote.
- (8) No decision shall be taken on matters relating to the business of a member of the Management Board who is not present at the meeting unless the decision can be deferred until the expected return of the member concerned. The Management Board member concerned shall be informed immediately of any decisions taken.
- (9) Minutes of each meeting of the Management Board and each resolution adopted outside of a meeting are to be drawn up showing the place, the day and the time (beginning and end) of the meeting or resolution, the participants, the agenda, the results of the discussion and the content of the Management Board resolutions so adopted. The contents of the minutes shall be signed by the Chair of the Management Board and distributed to all Board members.

§ 7 Committees

The Management Board decides on the establishment and dissolution of committees that advise and support it in the management of ProCredit Holding AG. The Management Board determines their specific duties and responsibilities and appoints and removes the members of the committees.

§ 8 Cooperation with the Supervisory Board and Reporting

- (1) The Management Board works closely together with the Supervisory Board for the welfare of the Company. It determines the strategic orientation of the Company in consultation with the Supervisory Board and discusses the status of the implementation of the strategy with the Supervisory Board at regular intervals.
- (2) The Management Board must inform the Supervisory Board regularly and in a timely and comprehensive manner about all relevant issues of planning, business development, risk situation, risk management and compliance. In doing so, it shall address any divergences in the course of business from the established plans and targets, stating the reasons for such divergences. The obligation to provide information and reports to the Supervisory Board lies with the full Management Board under the guidance of the Chair. Management Board reports and documents required for decision-making purposes must be forwarded to the members of the Supervisory Board as far in advance of the meeting as possible. Management Board reports, with the exception of those made pursuant to section 90 (1) sentence 3 *AktG*, are to be submitted in writing

- (3) In addition to the reporting obligations stipulated in (2) above, the Chair of the Management Board must regularly provide the Chair of the Supervisory Board with a report on the state of business and the situation of the Company, including all affiliated companies; such report may be given orally, but if the latter so wishes, also in writing. In doing so, he/she shall address any divergences in the course of business from the established plans and targets, stating the reasons for such divergences. All members of the Management Board are bound to assist the Chair of the Management Board in the performance of this duty.
- (4) The Chair of the Management Board must report to the Chair of the Supervisory Board without delay, either orally or in writing, with regard to all matters which are of particular significance for the Company.
- (5) Reports and proposals from members of the Management Board to the Supervisory Board are to be submitted to the Chair of the Management Board with the request that they be forwarded.

§ 9 Conflicts of Interest

- (1) The Management Board members manage the Company on their own responsibility and act in the Company's best interests, i.e. taking into account the interests of the shareholders, its employees and other groups associated with the Company (stakeholders) with the objective of sustainable value creation. They may not pursue personal interests in their decisions, are subject to a comprehensive non-competition clause while working for the company and may not avail themselves of any business opportunities to which the Company is entitled.
- (2) Each member of the Management Board must disclose any existing or foreseeable conflicts of interest to the Supervisory Board and the Chair of the Management Board without delay and – where appropriate – inform the other members of the Management Board thereof.
- (3) All transactions between the Company or an enterprise controlled by the Company on the one hand and members of the Management Board and persons or enterprises closely associated with them on the other hand shall be conducted on an arm's length basis. Special terms and conditions granted within the scope of employee programmes are excluded from this provision. Such transactions – to the extent that they do not require the involvement of the Supervisory Board in any case under the provisions of section 112 *AktG* or the approval of the Supervisory Board under the provisions of section 111b (1) *AktG* in the case of transactions with related parties as defined in section 111a (1) sentence 2 *AktG* – shall require the approval of the Supervisory Board, if the value of

such a transaction exceeds EUR 25,000. Members of the Management Board wishing to engage in any sideline activities, in particular membership of the supervisory boards of companies not belonging to the same group as the Company, are obliged to obtain the approval of the Supervisory Board before engaging in such activities.

§ 10 Membership of Supervisory Boards

A member of the Management Board may not hold more than two supervisory board mandates at companies not belonging to the same group as the Company, unless the Federal Financial Supervisory Authority (BaFin) permits a higher number of such mandates, and as a matter of principle may not take the chair of any supervisory board at a company not belonging to the same group as the Company.

§ 11 Personal requirements for members of the Management Board

- (1) When determining the composition of the Management Board or the selection, appointment, reappointment and succession planning of its members, section 2 d *KWG* and other applicable legal requirements must be complied with. In particular, each member of the Management Board must be professionally suitable and reliable and devote sufficient time to their duties. The Management Board as a whole must at all times have a sufficient level of professional competence to understand the activities of ProCredit Holding AG, including the principal risks.
- (2) The Management Board must include at least one woman.
- (3) The members of the Management Board take personal responsibility for the training and further education measures which they require to perform their duties. In this regard and upon their appointment, they will receive appropriate support from the Company.
- (4) A review is to be carried out at regular intervals, but at least once a year, to determine the extent to which the members of the Management Board meet the above criteria and the extent to which the composition of the Management Board is still in line with legal requirements and the diversity guidelines.



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